

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held at 4 Leng Kee Road, #06-04, SIS building, Singapore 159088 on Tuesday, 15 August 2023 at 3:00 p.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 and the Directors' Statement and Auditors' Report thereon. **(Resolution 1)**
2. To approve the Directors' fees of S\$120,000 (2021: **S\$123,372**) for the financial year ended 31 December 2022. **(Resolution 2)**
3. To re-elect Ms Eunice Veon Koh Pei Lee, a Director who will retire pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 3)**

Ms Eunice Veon Koh Pei Lee will upon re-election as Director of the Company remain as member of the Remuneration and Nominating Committees. Detailed information of Ms Eunice Veon Koh Pei Lee can be found under the sections, "Directors' Profile" in the Annual Report and "Key Information of Directors" in the Corporate Governance Statement contained in the Annual Report.

4. To re-elect Ms Zhou Jia Lin, a Director who will retire pursuant to Regulation 89 of the Constitution of the Company. **(Resolution 4)**

Ms Zhou Jia Lin will upon re-election as Director of the Company, remain as member of the Audit, Remuneration and Nominating Committees. Detailed information of Ms Zhou Jia Lin can be found under the sections, "Directors' Profile" in the Annual Report and "Key Information of Directors" in the Corporate Governance Statement contained in the Annual Report. Ms Zhou is considered not independent for the purposes of Rule 704(7) of the Catalist Rules of SGX-ST.

5. To re-appoint RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS

To consider and if thought fit, pass the following ordinary resolutions, with or without modifications:-

6. Authority to issue shares
 - (a) "That pursuant to Section 161 of the Companies Act, and the rules under Section B: Rules of Catalist of the SGX-ST Listing Manual (the "Rules of Catalist"), approval be and is hereby given to the Directors of the Company, to:
 - (i) issue shares in the capital of the Company (the "Shares") whether by way of rights, bonus or otherwise; and/ or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
- (i) the aggregate number of shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings, and for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be based on the Company's total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares,
- and adjustments in accordance with (a) or (b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution; and
- (ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST or the Sponsor) and the Constitution for the time being of the Company; and
- (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 6)
(See Explanatory Note 1)

7. Authority to grant awards and issue shares under the Incredible Holdings Performance Share Plan (formerly known as Vashion Performance Share Plan)

"That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors to grant awards in accordance with the provisions of the Incredible Holdings Performance Share Plan ("Incredible Holdings PSP") (formerly known as Vashion Performance Share Plan) and to allot and issue and /or transfer from time to time such number of fully paid-up shares as may be required to be issued and/or transferred pursuant to the vesting of awards under the Incredible Holdings PSP, provided that:

- (i) the aggregate number of new shares to be issued and/or existing shares to be transferred pursuant to the vesting of awards granted or to be granted under the Incredible Holdings PSP and all other share based schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) on the day preceding that date; and
- (ii) to apply any share purchased or acquired under any share purchase mandate and to deliver such existing shares (including any treasury shares) towards the satisfaction of awards granted under the Incredible Holdings PSP."

(Resolution 7)
(See Explanatory Note 2)

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ANY OTHER BUSINESS

8. To transact any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Executive Director
Christian Kwok-Leun Yau Heilesen
28 July 2023

Explanatory Notes on Special Business:

1. The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower Directors of the Company from the date of the above Meeting until the next Annual General Meeting (“**AGM**”) to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100 per cent of the total number of the Company’s issued Shares excluding treasury shares and subsidiary holdings, of which the total number of Shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 50 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(2) of the Rules of Catalist currently provides that the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued Shares excluding treasury shares and subsidiary holdings at the time this resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company’s Shares). This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
2. The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the directors to offer and grant awards pursuant to the Incredible Holdings PSP and to issue shares or transfer existing shares of the Company pursuant to the vesting of awards granted under the Incredible Holdings PSP provided that: the aggregate number of new shares to be issued and/or existing shares to be transferred shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) on the date preceding the relevant date of award. The Incredible Holdings PSP was approved by shareholders at the extraordinary general meeting held on 6 September 2017.

Notes:

1. Printed copies of the Notice of AGM, Proxy Form and the Request Form for a printed copy of the Annual Report will be despatched to the members of the Company. **The Annual Report will not be despatched to the members of the Company.** All documents (the Annual Report, the Proxy Form, and this Notice of Annual General Meeting (“**AGM**”)) have been, or will be, published on SGXNet and the Company’s website, <https://www.incredible.sg>. They can be downloaded from SGXNet.

Submission of proxies

2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
3. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A proxy need not be a member of the Company.

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5. The proxy form appointing a proxy / proxies, duly completed and signed, must be submitted by:
- (i) mail to or lodged with the Company's Share Registrar, KCK CorpServe Pte. Ltd. at 1 Raffles Place #04-63 One Raffles Place Tower 2 Singapore 048616; or
 - (ii) email to ihl-agm@kckcs.com.sg (a clear scanned signed form in PDF)
- not later than 3:00 p.m. on 12 August 2023, being 72 hours before the time fixed for the AGM.
6. The proxy form appointing a proxy / proxies must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing a proxy / proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
7. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM.
8. CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should not make use of the Proxy Form and should instead approach their respective CPF Agent Banks/SRS operators as soon as possible if they wish to attend the AGM in person or if they wish to appoint the Chairman of the AGM to vote on their behalf at least seven working days before the AGM, in order to allow sufficient time for their respective CPF Agent Bank/SRS Operator to in turn submit the Proxy Forms no later than the deadline as specified in Note 5 above.

Submission of questions

9. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the AGM ahead of the AGM by email to ihl-agm@kckcs.com.sg by 5 August 2023.
10. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGXNet and the Company's website by 10 August 2023. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

Minutes of Annual General Meeting

11. The minutes of the AGM together with the responses to the substantial and relevant question(s) by the shareholders not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the AGM.

Personal data privacy:

By submitting the proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been reviewed by the Company's sponsor, Hong Leong Finance Limited.

It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

*The contact person for the Sponsor is Ms Vera Leong, Vice President, Hong Leong Finance Limited
Address: 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581
Telephone number: +65 6415 9881*

INCREDIBLE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

Registration No. 199906220H

PROXY FORM

ANNUAL GENERAL MEETING

IMPORTANT

1. This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. A CPF or SRS investor may attend and cast his/her votes at the Annual General Meeting ("AGM") in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the AGM but would like to vote may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.

PERSONAL DATA PRIVACY

By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 July 2023.

I/We _____ (Name)

of _____ (Address)

being a member/members of **Incredible Holdings Ltd.** (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings to be represented by proxy	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings to be represented by proxy	
			No. of Shares	%

as my/our proxy/proxies, to vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 4 Leng Kee Road, #06-04, SIS building, Singapore 159088 on 15 August 2023 at 3:00 p.m. and at any adjournment thereof. I/ We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the AGM in the spaces provided hereunder.

Please indicate your vote "For" or "Against" or "Abstain" with a tick [✓] or cross (x) within the box provided.

No.	Ordinary Resolutions	No. of Votes or indicate with a cross (x) or tick (✓)		
		For	Against	Abstain
1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 and the Directors' Statement and Auditors' Report thereon			
2.	To approve the Directors' fee of S\$120,000 for the financial year ended 31 December 2022			
3.	To re-elect Ms Eunice Veon Koh Pei Lee, a Director of the Company pursuant to Regulation 89 of the Constitution			
4.	To re-elect Ms Zhou Jia Lin, a Director of the Company pursuant to Regulation 89 of the Constitution			
5.	To re-appoint RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
6.	To authorize Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Listing Rules of Catalist of the Singapore Exchange Securities Trading Limited			
7.	To authorise Directors to grant awards and issue shares under the Incredible Holdings Performance Share Plan			

** All resolutions would be put to vote by poll in accordance with the Listing Rules of Catalist of the Singapore Exchange Securities Trading Limited.

Please tick "✓" or cross (x) or indicate the number of votes within the box provided. A tick or cross would represent you are exercising all your votes "For" or "Against" or "Abstain" from voting on the relevant resolution.

Dated this _____ day of _____ 2023

Total Number of Shares Held

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THE PROXY FORM

Notes:

1. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints two (2) proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
2. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
3. A proxy need not be a member of the Company.
4. The proxy form appointing a proxy/proxies, duly completed and signed, must be submitted by:
 - (i) mail to or lodged with the Company's Share Registrar, KCK CorpServe Pte. Ltd. at 1 Raffles Place #04-63 One Raffles Place Tower 2 Singapore 048616; or
 - (ii) email to ihl-agm@kckcs.com.sg (a clear scanned signed form in PDF)not later than 3:00 p.m. on 12 August 2023, being 72 hours before the time fixed for the AGM.
5. The proxy form appointing a proxy/proxies must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing a proxy/proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act 2001 of Singapore), the Company may reject the proxy form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM.
7. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her votes at the AGM in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the AGM but would like to vote, may inform their respective CPF and SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the AGM.
8. Completion and return of this proxy form appointing a proxy/proxies shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy/proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.
9. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act.
10. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this proxy form will be deemed to relate to all the shares held by the member.
11. Personal data privacy: By submitting this proxy form of proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.